

## **DRAFT—For Review by RAC members**

### **WMATA Riders' Advisory Council Resolution on Bylaws Technical Amendments**

Whereas, the current bylaws of the WMATA Riders' Advisory Council were written several years ago during the formation of the RAC; and

Whereas, the bylaws include some errors such as repeated items and grammatical inaccuracies; and

Whereas, the bylaws make reference to the Elderly and Disabled Transportation Advisory Committee, which has changed its name to the Accessibility Advisory Committee; and

Whereas, the bylaws are inconsistent in capitalization, hyphenation, and spacing for the term "bylaws"; therefore be it

Resolved, that the Riders' Advisory Council endorses the following proposed changes to the bylaws:

- In Article II, Section A, remove the comma after "advise the WMATA Board."
- In Article II, Section B, remove the third bullet item, which duplicates the first.
- Replace "Elderly and Disabled Committee (E & D Committee)" in Article II, Section C, and "Elderly and Disabled Transportation Advisory Committee" in Article III, Sections A, C(1)(c), and C(2) with "Accessibility Advisory Committee," the current name of that committee.
- In Article II, Section D, replace "consultation of the WMATA Board" with "consultation with the WMATA Board."
- In Article VI, Section D, remove the commas before and after "which require a formal vote."
- In Article VII, Section C, replace "committee" with "RAC."
- Correct the inconsistent hyphenation and capitalization of the word "bylaws" in the document by changing "BY-LAWS" in the title of the document and the title of Article IX to "BYLAWS," and replacing the word "Bylaws" in Article III, Section F, "by laws" in Article VI, Section A, "By-Laws" in Article VI, Section D, and "by-laws" in Article VII, Section C (2 mentions), Article VIII, Article IX (3 mentions), and Article X to "bylaws," and "by-law" in Article IX to "bylaw." Also, correct the inconsistent usage on the Web site as well.

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Resolved, that the Riders' Advisory Council directs the Governance Working Group to consult the WMATA Office of the General Counsel on these proposed changes; and

Resolved, that the Riders' Advisory Council directs the Governance Working Group to add the proposed changes, following General Counsel review, to the final package of bylaws recommendations to be voted on later as a single package in compliance with the bylaw amendment procedure in Article IX; and

Resolved, that these bylaw changes shall take effect upon approval by the WMATA Board of Directors; and

Resolved, that the Riders' Advisory Council requests that the WMATA Board of Directors plan to take action on the final bylaws package (once formally approved by the RAC) before the end of the calendar year 2009, and requests that the WMATA Board approve the proposed changes to go into effect on January 1, 2010.

**Side-by-side comparison table for Bylaws Technical Amendments**

<b>Section</b>	<b>Existing bylaw language</b>	<b>Proposed bylaw language</b>	<b>Explanation</b>
Article II, Section A	The mission of the RAC is to ... advise the WMATA Board, on ways to resolve such issues in order to improve the Metrorail/bus system and MetroAccess ...	The mission of the RAC is to ... advise the WMATA Board on ways to resolve such issues in order to improve the Metrorail/bus system and MetroAccess ...	Removed comma.
Article II, Section B	The goals of the RAC are to: <ul style="list-style-type: none"> <li>• Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus, and MetroAccess riders;</li> <li>• Encourage rider awareness of the RAC and of the opportunities that the RAC provides for riders to make their voices heard;</li> <li>• Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus, and MetroAccess riders;</li> </ul>	The goals of the RAC are to: <ul style="list-style-type: none"> <li>• Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus, and MetroAccess riders;</li> <li>• Encourage rider awareness of the RAC and of the opportunities that the RAC provides for riders to make their voices heard;</li> </ul>	Remove duplicate bullet item.
Article II, Section C; Article III, Sections A, C(1)(c), and C(2)	Elderly and Disabled Committee (E&D Committee) Elderly and Disabled Transportation Advisory Committee	Accessibility Advisory Committee  Accessibility Advisory Committee	Update all mentions of this committee to reflect the current name.
Article II, Section D	The RAC may also provide advice in other areas not within the stated goals or mission of the RAC after prior consultation of the WMATA Board.	The RAC may also provide advice in other areas not within the stated goals or mission of the RAC after prior consultation with the WMATA Board.	“Consultation of the WMATA board” is not grammatically correct.

Article VI, Section D	All decisions of the RAC, 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, provided a quorum is present.	All decisions of the RAC 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, provided a quorum is present.	The commas are superfluous. The voting provisions should apply to those decisions which require a formal vote.
Article VII, Section C	All regular and special meetings of the committee 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.	All regular and special meetings of the RAC 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 bylaws always use the term "RAC" except in this one case, where they say "committee."
Various locations	BY-LAWS by-laws, by laws, Bylaws, By-Laws by-law	BYLAWS bylaws bylaw	Choose one consistent form of the word "bylaws."

**DRAFT—For Review by RAC members**

**WMATA Riders' Advisory Council Resolution on Membership Diversity**

Whereas, the WMATA Riders' Advisory Council (RAC) strives to represent riders as broadly as possible; and

Whereas, WMATA riders vary in age, race, gender, disability status, family commitments, commute patterns, use of the system for commuting and for other purposes, hours and days of the week, and more; and

Whereas, the current bylaws dictate that members shall represent diverse ages, genders, races and disabilities, but do not mention other factors; and

Whereas, the current bylaws dictate that two RAC members from each jurisdiction be "rail riders," two "bus riders," and two "paratransit riders, combination rail and bus riders, or other trip patterns," but while many riders may use one mode more often than others, many do not solely use a single mode to the complete exclusion of all others; therefore be it

Resolved, that the Riders' Advisory Council endorses changing the bylaws to replace "ages, genders, races, and disabilities" in Article III, Section A with "ages, genders, races, disabilities, family commitments, commute patterns, non-commute use, and hours and days of the week using the system"; and

Resolved, that the Riders' Advisory Council endorses removing the sentence, "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 trip patterns," and replacing it with, "Members should represent a cross-section of bus, rail, paratransit and combined multimodal riders."

Resolved, that the Riders' Advisory Council directs the Governance Working Group to consult the WMATA Office of the General Counsel on these proposed changes; and

Resolved, that the Riders' Advisory Council directs the Governance Working Group to add the proposed changes, following General Counsel review, to the final package of bylaws recommendations to be voted on later as a single package in compliance with the bylaw amendment procedure in Article IX; and

Resolved, that these bylaw changes shall take effect upon approval by the WMATA Board of Directors; and

Resolved, that the Riders' Advisory Council requests that the WMATA Board of Directors plan to take action on the final bylaws package (once formally approved by the RAC) before the end of the calendar year 2009, and requests that the WMATA Board approve the proposed changes to go into effect on January 1, 2010.

**Side-by-side comparison table for Bylaws Membership Diversity**

<b>Section</b>	<b>Existing bylaw language</b>	<b>Proposed bylaw language</b>	<b>Explanation</b>
Article III, Section A, sentence 4	Therefore, membership on the RAC shall reflect a broad array of ages, genders, races, and disabilities so as to capture the concerns of the riders in the WMATA service area.	Therefore, membership on the RAC shall reflect a broad array of ages, genders, races, disabilities, family commitments, 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 service area.	Broaden diversity criteria.
Article III, Section A, sentence 5	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.	Reflect that there are not really “rail riders” and “bus riders” but rather a variety of trip patterns.

**DRAFT—For Review by RAC members**

**WMATA Riders' Advisory Council Resolution on the Executive Committee**

Whereas, the WMATA Riders' Advisory Council (RAC) elects one Chair and two Vice-Chairs each year, divided among the three jurisdictions; and

Whereas, currently, all responsibilities fall primarily to the Chair, with the Vice-Chairs solely serving to fill in for Chair when the Chair is unable to lead a meeting; and

Whereas, serving as Chair is a very large responsibility which puts a heavy burden on the volunteer member of the Riders' Advisory Council selected as Chair; and

Whereas, many members of the RAC are unable to run for Chair due to the time commitment; and

Whereas, having more members of the RAC taking active leadership roles will enable sharing the responsibilities and develop leaders who could become Chair in the future; and

Whereas, since the WMATA Board contains members from the three jurisdictions, it could serve to strengthen the relationship with the Board to have members from each jurisdiction taking active leadership roles in the RAC; therefore be it

Resolved, that the Riders' Advisory Council recommends that, beginning with the election of new officers in 2010, the Chair and two Vice-Chairs form an "Executive Committee," with the Chair as head; and

Resolved, that the Executive Committee shall collaborate to carry out the will of the full RAC by developing an agenda for monthly meetings and making decisions that must be made between regular meetings, with information about or ratification of those decisions provided to the full RAC at its next regular meeting. The Executive Committee shall strive for consensus in its decisions, but in the event that consensus cannot be reached, final decisions remain up to the Chair; and

Resolved, that each member of the Executive Committee shall serve as the primary conduit for RAC members from his or her jurisdiction to participate in RAC decisionmaking between meetings. Each member of the Executive Committee shall periodically reach out to those members, collecting feedback and ideas for agenda items. All members are still free to communicate with any member of the Executive Committee if desired; and

Resolved, that the members of the Executive Committee shall also communicate regularly with the Board members from their jurisdiction, and work to grow the relationship between the RAC and those Board members; and

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Resolved, that the staff liaison shall include all members of the Executive Committee on email discussions about upcoming agenda items, WMATA issues, procedural questions, and other topics pertaining to RAC business; and

Resolved, that the Executive Committee shall collaboratively prepare the RAC's monthly report to the Board, reports to WMATA concerning the staff liaison as described in Article V, Section D of the bylaws, or any other official reports to the Board; and

Resolved, that the Riders' Advisory Council endorses replacing the entirety of Article V, Sections A and B, in the bylaws with the following text:

### **A. EXECUTIVE COMMITTEE**

#### **1. Composition**

The membership of the RAC will annually elect a Chair, a First Vice-Chair, and a Second Vice-Chair from the RAC membership. The Chair, First Vice-Chair, and Second Vice-Chairs shall form the Executive Committee of the RAC, with the Chair as head. The Executive Committee shall strive for consensus in its decisions, but in the event that consensus cannot be reached, final decisions remain up to the Chair.

#### **2. Responsibilities**

The Executive Committee will develop an agenda, present reports to the WMATA Board of Directors, prepare and sign all letters, reports and other communications of the RAC. Additionally, members of the Executive Committee may discuss matters of interest directly with the Chair of the WMATA Board of Directors. The Executive Committee may make necessary decisions between regular meetings, provided that information about those decisions shall be provided to the full RAC at its next regular meeting, and a vote taken to ratify those decisions if they require a vote of the RAC.

#### **3. Leadership and Succession**

The Chair shall lead and keep order at meetings of the RAC, and shall lead the Executive Committee. In the absence or inability of the Chair to serve, 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.

Resolved, that the Riders' Advisory Council endorses renaming Article VI, Section C of the bylaws from "Chair and Vice-Chairs" to "Election of Officers."



**DRAFT—For Review by RAC members**

Resolved, that the Riders' Advisory Council endorses replacing the text "the Chair or a designee" in Article VI, Section D of the bylaws with "a member of the Executive Committee or a designee"; and

Resolved, that the Riders' Advisory Council endorses replacing the text "Chair" (in two places) in Article VII, Section A, Paragraph 1 of the bylaws with "Executive Committee"; and

Resolved, that the Riders' Advisory Council directs the Governance Working Group to consult the WMATA Office of the General Counsel on the proposed bylaw changes; and

Resolved, that the Riders' Advisory Council directs the Governance Working Group to add the proposed bylaw changes, following General Counsel review, to the final package of bylaws recommendations to be voted on later as a single package in compliance with the bylaw amendment procedure in Article IX; and

Resolved, that these bylaw changes shall take effect upon approval by the WMATA Board of Directors; and

Resolved, that the Riders' Advisory Council requests that the WMATA Board of Directors plan to take action on the final bylaws package (once formally approved by the RAC) before the end of the calendar year 2009, and requests that the WMATA Board approve the proposed changes to go into effect on January 1, 2010.

**Side-by-side comparison table for Bylaws Executive Committee**

Section	Existing bylaw language	Proposed bylaw language
Article V, Sections A and B	<p>A. <u>CHAIR</u> The membership of the RAC will annually elect the Chair of the RAC from the RAC membership. The RAC Chair will develop an agenda, lead meetings and keep order, appoint members to subcommittees, present reports to the WMATA Board of Directors, prepare and sign all letters, reports and other communications of the RAC. Additionally, the RAC Chair may discuss matters of interest directly with the Chair of the WMATA Board of Directors.</p> <p>B. <u>VICE-CHAIR</u> 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 serve, 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.</p>	<p>A. <u>EXECUTIVE COMMITTEE</u></p> <p>1. <u>Composition</u> The membership of the RAC will annually elect a Chair, a First Vice-Chair, and a Second Vice-Chair from the RAC membership. The Chair, First Vice-Chair, and Second Vice-Chairs shall form the Executive Committee of the RAC, with the Chair as head. The Executive Committee shall strive for consensus in its decisions, but in the event that consensus cannot be reached, final decisions remain up to the Chair.</p> <p>2. <u>Responsibilities</u> The Executive Committee will develop an agenda, present reports to the WMATA Board of Directors, prepare and sign all letters, reports and other communications of the RAC. Additionally, members of the Executive Committee may discuss matters of interest directly with the Chair of the WMATA Board of Directors. The Executive Committee may make necessary decisions between regular meetings, provided that information about those decisions shall be provided to the full RAC at its next regular meeting, and a vote taken to ratify those decisions if they require a vote of the RAC.</p> <p><u>Leadership and Succession</u> The Chair shall lead and keep order at meetings of the RAC, and shall lead the Executive Committee. In the absence or inability of the Chair to serve, 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.</p>

Article VI, Section D	In addition, the Chair or a designee may present reports to the WMATA Board of Directors or an appropriate committee in person.	In addition, a member of the Executive Committee or a designee may present reports to the WMATA Board of Directors or an appropriate committee in person.
Article VII, Section A, Paragraph 1	The Chair, with the support of WMATA 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.	The Executive Committee, with the support of WMATA staff, will prepare an agenda for regular meetings. Members approve the agenda by vote as part of the meeting proceedings. Members may contact the Executive Committee to have items put on the agenda. Also, each meeting agenda calls for members to put items on future agendas.

**DRAFT—For Review by RAC members**

**WMATA Riders' Advisory Council Resolution on Eligibility for Election**

Whereas, the current bylaws of the WMATA Riders' Advisory Council (RAC) do not allow for re-election of a Chair; and

Whereas, the Accessibility Advisory Committee is able to, and has, re-elected its Chair; and

Whereas, preventing a Chair from serving for more than one year diminishes the ability for a Chair and the RAC as a whole to develop the optimal working relationship with the Board; and

Whereas, serving as Chair is a very large responsibility which puts a heavy burden on the volunteer member of the Riders' Advisory Council selected as Chair; and

Whereas, many members of the RAC are unwilling or unable to run for Chair due to the time commitment or other factors, leaving few or even no eligible and interested members; and

Whereas, it is desirable for the RAC to have the opportunity to choose from a broad pool of candidates among RAC members to select a Chair who has the time and energy to devote to leading the RAC; and

Whereas, the bylaws currently do not specify the eligibility of At-Large members to hold office; and

Whereas, with the proposed changes to create an Executive Committee, the Chair of the WMATA Board of Directors will have an active member of the RAC leadership from the same jurisdiction as the Board Chair; therefore be it

Resolved, that the Riders' Advisory Council recommends broadening the eligibility for Chair and allowing re-election of a Chair for up to three one-year terms; and

Resolved, that At-Large members should be able to serve as officers based on the jurisdictions in which they reside; and

Resolved, that the bylaws should maintain a balance among jurisdictions with one member of the Executive Committee from each of the three jurisdictions; and

**DRAFT—For Review by RAC members**

Resolved, that the Riders' Advisory Council endorses replacing Article V, Section C, paragraph 1 in the bylaws with the following text:

1. Term of Office

No person shall be elected or re-elected as Chair who has already held the position of Chair for thirty (30) months or more, whether consecutively or non-consecutively.

Resolved, that the Riders' Advisory Council endorses adding the following to the end of Article V, Section C, Paragraph 2 ("Vacancy"):

If a position of Vice-Chair is vacant, then candidates to fill the position must be from a different jurisdiction than the Chair or the other Vice-Chair.

Resolved, that the Riders' Advisory Council endorses replacing adding the following as a new paragraph 5 in Article VI, Section C of the bylaws:

5. Division Among Jurisdictions

In an election of officers, the RAC shall first elect a Chair. After electing a Chair, the RAC shall elect a First Vice-Chair who is from a different jurisdiction than the Chair. Next, the RAC shall elect a Second Vice-Chair who is from a different jurisdiction than the Chair and First Vice-Chair. For the purposes of all paragraphs in this section, "jurisdiction" means the District of Columbia, Maryland, or Virginia. Also for the purposes of all paragraphs in this section, an At-Large member shall be considered to be a member from the jurisdiction which contains his or her legal residence at the time of the election.

Resolved, that the Riders' Advisory Council directs the Governance Working Group to consult the WMATA Office of the General Counsel on the proposed bylaw changes; and

Resolved, that the Riders' Advisory Council directs the Governance Working Group to add the proposed bylaw changes, following General Counsel review, to the final package of bylaws recommendations to be voted on later as a single package in compliance with the bylaw amendment procedure in Article IX; and

Resolved, that these bylaw changes shall take effect upon approval by the WMATA Board of Directors; and

Resolved, that the Riders' Advisory Council requests that the WMATA Board of Directors plan to take action on the final bylaws package (once formally approved by the RAC) before the end of the calendar year 2009, and requests that the WMATA Board approve the proposed changes to go into effect on January 1, 2010.

### Side-by-side comparison table for Bylaws Election Eligibility

Section	Existing bylaw language	Proposed bylaw language
Article V, Section C, Paragraph 1	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.	The officers of the RAC shall serve for one (1) year, with the opportunity for re-election. No person shall be elected or re-elected as Chair who has already held the position of Chair for thirty (30) months or more, whether consecutively or non-consecutively. <i>(Note: jurisdiction portion moved to new paragraph 5, below.)</i>
Article V, Section C, Paragraph 2	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.	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. If a position of Vice-Chair is vacant, then candidates to fill the position must be from a different jurisdiction than the Chair or the other Vice-Chair.
Article V, Section C, Paragraph 5	(None)	In an election of officers, the RAC shall first elect a Chair. After electing a Chair, the RAC shall elect a First Vice-Chair who is from a different jurisdiction than the Chair. Next, the RAC shall elect a Second Vice-Chair who is from a different jurisdiction than the Chair and First Vice-Chair. For the purposes of all paragraphs in this section, "jurisdiction" means the District of Columbia, Maryland, or Virginia. Also for the purposes of all paragraphs in this section, an At-Large member shall be considered to be a member from the jurisdiction which contains his or her legal residence at the time of the election.

**DRAFT—For Review by RAC members**

**WMATA Riders' Advisory Council Resolution on Election Mechanics**

Whereas, the bylaws of the WMATA Riders' Advisory Council (RAC) do not specify many important elements of running elections, such as nominations, secret ballots or runoffs; and

Whereas, the Riders' Advisory Council has traditionally held elections at the start of each calendar year, but the bylaws do not specify this other than requiring elections "annually"; and

Whereas, the bylaws do not provide for the removal of officers if necessary due to officers failing to execute their duties or for other reasons; therefore be it

Resolved, that the Riders' Advisory Council shall conduct elections by secret ballot unless an office is uncontested; and

Resolved, that a majority vote shall be necessary for election, and in the event that no candidate garners a majority, a runoff shall be held between the two candidates receiving the most votes; and

Resolved, that beginning in January, 2010, the annual elections shall take place at the first regular meeting of the calendar year unless postponed by a supermajority; and

Resolved, that the Riders' Advisory Council endorses adding the following as a new paragraph 5 in Article VI, Section C of the bylaws:

5. Time of Elections

The RAC shall hold an election during the first meeting of the calendar year. The RAC may postpone the election to a later meeting by a vote of two-thirds of the members present and voting at that meeting.

Resolved, that the Riders' Advisory Council endorses adding the following as a new paragraph 7 in Article VI, Section C of the bylaws:

7. Voting Procedures

For each office to be elected, the Chair shall call for nominations. Any member may nominate any eligible member for that office. Following nominations, the RAC shall conduct the election by secret ballot, unless there is only one eligible nominee standing for election to that office, in which case the members may elect the officer by acclamation. Candidates must receive a majority of votes cast to be elected. If no candidate receives a majority, a runoff shall be held by secret ballot between the two candidates receiving the greatest numbers of votes.

**DRAFT—For Review by RAC members**

Resolved, that the Riders' Advisory Council endorses adding the following as a new paragraph 8 in Article VI, Section C of the bylaws:

8. Removal

The RAC may remove an officer by a vote of two-thirds of all members holding appointments to the RAC at a regular meeting. The vacancy shall then be considered vacant, the vacancy announced as soon as possible, and a special election held as described in paragraph 2 of this section.

Resolved, that the Riders' Advisory Council directs the Governance Working Group to consult the WMATA Office of the General Counsel on the proposed bylaw changes; and

Resolved, that the Riders' Advisory Council directs the Governance Working Group to add the proposed bylaw changes, following General Counsel review, to the final package of bylaws recommendations to be voted on later as a single package in compliance with the bylaw amendment procedure in Article IX; and

Resolved, that these bylaw changes shall take effect upon approval by the WMATA Board of Directors; and

Resolved, that the Riders' Advisory Council requests that the WMATA Board of Directors plan to take action on the final bylaws package (once formally approved by the RAC) before the end of the calendar year 2009, and requests that the WMATA Board approve the proposed changes to go into effect on January 1, 2010.