

**Amended and Restated Bylaws
of the
Washington Metrorail Safety Commission**

Adopted September 22, 2020

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Introduction

These Bylaws establish the structure, responsibilities, and conduct of the Board and Officers of the Washington Metrorail Safety Commission. These Bylaws are silent on details of Board appointments, membership requirements, compensation, and other matters that are requirements of the interstate compact authorized by Congress in Pub. L. 115-54, 131 Stat. 1093 (Aug. 22, 2017), and entered into by the District of Columbia, State of Maryland, and Commonwealth of Virginia (the Compact).

Capitalized terms not defined in these Bylaws are defined in the Compact.

I. Meetings and Records

A. Meetings to Elect Officers

1. The Board shall elect its officers biennially to each serve a two (2)-year term commencing on a date the Board shall specify. An officer's term may not supersede the overall term limit of the Board member serving in that office.
2. In the event an officer is unable to complete a term, a special election shall be held by the Board at a public meeting to elect a Member to serve in that position for the duration of the term.

B. Public Meetings

As required by Compact Articles III.E.18 and III.E.21, meetings of the WMSC Board shall be held at least quarterly. The meetings may be held in-person or remotely, via teleconference or videoconference. Confirmed meeting dates and times and any instructions for attending shall be posted on the WMSC's website.

C. Closed Meetings

1. Closed meetings of the Board shall be conducted in accordance with 5 U.S.C. § 552b, as it may be amended from time to time.

D. Order of Business for Public Meetings

1. Preparation of Agenda: The WMSC chief executive officer (CEO), in conjunction with the Chair, shall be responsible for the preparation of the agenda. A report on recent WMSC activities, presented by the CEO or a designee, shall be a standing item on each meeting agenda.
2. Electronic delivery of relevant meeting materials will ordinarily be accomplished at least seven (7) days in advance of the meeting to which they pertain.
3. Consent Agenda: Items not requiring Board discussion may be placed on the consent agenda. All such items may be approved or adopted by one (1) blanket

motion. Prior to action on the consent agenda, any Board Member may request that any item be withdrawn from the consent agenda for separate consideration.

4. Call to Order and Meeting Procedures: The meeting of the Board shall be called to order by the Chair or in his/her absence, by the Vice Chair or, if the Vice Chair is unavailable, the Chair's designee. Meetings shall be conducted in accordance with the then-current edition of *Robert's Rules of Order Newly Revised*.
 5. Meeting Minutes: The Secretary shall be responsible for the development, distribution, and if applicable, the publication of meeting minutes for consideration and approval at the next meeting. Draft minutes shall be provided to Board members along with the agenda for the next meeting as described in Section I.D.1 above.
- E. Open Meetings Policy
1. In accordance with Compact Article III.E.21, the Board adopts the provisions of 5 U.S.C. § 552b, as it may be amended from time to time, as its open meetings policy.
 2. The Board's Open Meetings Policy is publicly available at <https://wmsc.gov/policies/>.

F. Votes

The vote of each Member on each motion shall be entered in the record. The Secretary shall call the names of all Members present when a roll call vote is ordered or required. Each Member present shall verbally respond with either "Aye," or "No," If any Member is recused from any action, that Member shall not vote. A recused Member shall be counted toward a quorum, but shall not counted as vote toward a majority for taking an action. A Member must recuse himself or herself from discussion and vote on any action if a conflict of interest exists as between that Member and the WMSC with respect to the action under consideration, and may recuse at such Member's discretion in order to avoid the appearance of an apparent conflict of interest.

G. Freedom of Information Policy

1. The WMSC adheres to the transparency and public access provisions found in 5 U.S.C. § 552(a)-(d) and (g), as those provisions may be amended from time to time,.
2. The Board's Freedom of Information Policy is available to the public at <https://wmsc.gov/policies/>.

II. Conflicts of Interest Policy

In accordance with 49 U.S.C. § 5329(e)(4), and Article III.E.23 of the Compact, the Board has adopted a conflict of interest policy in partial fulfillment of the requirement to maintain the WMSC's financial and legal independence from WMATA. The Board and WMSC personnel with decision-making authority shall comply with the WMSC's Conflicts of Interest Policy. The Board's Conflicts of Interest Policy is available to the public at <https://wmsc.gov/policies/>.

III. Roles and Responsibilities

A. Chair

1. The Chair shall be responsible for:
 - a. Presiding over meetings and conferring with the CEO on the agenda for the meetings;
 - b. As authorized by Article III.D.17 of the Compact, administering the Oath of Office to Board Members, unless such Member has already taken an oath prior to his or her first meeting in accordance with the laws of that Member's jurisdiction;

B. Vice Chair

1. The Vice Chair shall be responsible for:
 - a. Presiding over Board meetings in the absence of the Chair,
 - b. Performing the duties of the Chair in the event the Chair is unable to do so.

C. Secretary

1. The Secretary shall ensure that meeting minutes are prepared for approval.

D. Treasurer

1. The Treasurer shall:
 - a. Initiate the annual independent financial audit of the WMSC;
 - b. Initiate the review and approval of the annual WMSC budget.

E. At its discretion, the Board may appoint one Member to serve as Secretary/Treasurer.

F. CEO

1. The CEO serves as the chief executive officer of the WMSC. The Board delegates to its appointee and employee, the CEO, certain functions. The CEO is responsible for ensuring that day-to-day SSOA activities are executed effectively and in accordance with federal requirements, the WMSC Program Standard, and Board requirements.
2. The CEO bears primary responsibility for hiring, managing, and executing any other action with regard to WMSC personnel and assets consistent with the Budget. The CEO shall ensure that any personnel, contractors, or other agents of the WMSC are qualified to carry out their responsibilities in accordance with the requirements of the Board, WMSC Program Standard, and, as applicable, federal requirements or guidance.

IV. Reports and Accountability

A. Annual Safety Report

In conformance with 49 CFR § 674.13 and Compact Article V.A, the WMSC shall provide a publicly available annual status report on the safety of the WMATA Metrorail System and distribute it to certain key stakeholders.

B. Annual Report of Operations

In conformance with Compact Article V.B, the Board shall make and publish annually a report on its programs, operations, and finances.

C. Annual Independent Audit

In conformance with Compact Article V.C, an independent annual audit shall be made of the financial accounts of the WMSC.

V. Advisory Committees

Pursuant to Compact Article IV.B.33(j), the Board may appoint advisory committees to support the execution of its duties. The Board shall determine the membership and appointment of members to such committees, including the potential delegation of appointment authority to the CEO. An advisory committee shall provide advice and recommendations to the Board but is not authorized to act on behalf of the Board.

VI. Reservation of Powers

A. The powers not delegated are reserved to the WMSC Board. The powers vested by or pursuant to these Bylaws in the CEO and WMSC personnel shall not be construed or deemed to limit the authority of the Board to act in any instance. If such authority is exercised by the Board, it shall not be construed or deemed to affect the power of the CEO, or WMSC personnel to act in similar cases thereafter, unless so determined by the Board.

B. Actions of the Board

1. The Board reserves to itself the following actions:

a. Adopt, amend, or repeal:

i. Bylaws;

ii. Program Standard;

iii. Resolutions;

iv. WMSC Budget;

v. WMSC annual report on the safety of the WMATA Rail System;

vi. WMSC annual report of WMSC operations; and

vii. WMSC annual independent audit

- b. Take administrative or legal action to:
 - i. Authorize the CEO to issue subpoenas;
 - ii. Initiate or respond to administrative law proceedings;
 - iii. Initiate or respond to lawsuits;
 - iv. Enter into, amend, or abolish agreements, memoranda of understanding or memoranda of agreement
 - c. Establish advisory committees;
 - d. Hire, terminate or take other action regarding the CEO;
 - e. Refer a matter to the WMATA Inspector General, the Executive Director, WMSC personnel, or to an advisory committee for consideration;
 - f. Order WMATA to suspend or disqualify from performing in any Safety Sensitive Position an individual who is alleged to or has violated safety rules, regulations, policies, or laws;
 - g. Order WMATA to restrict, suspend, or prohibit rail service on all or part of the WMATA Metrorail System with an appropriate notice to WMATA and its component jurisdictions as dictated by the circumstances (Note: Compact Article IV.A.32 requires unanimous approval of the Board to shut down service pursuant to Compact Article IV.A.31(c)(5));
 - h. As permitted by the Compact, to delegate powers and responsibilities to the WMSC CEO or personnel;
- C. Actions by the CEO. The CEO shall, unless otherwise provided by resolution of the Board, perform the following actions:
- 1. Issue directives to WMATA, including but not limited to the directives that the CEO is authorized to issue in Article VI.C.6.a below;
 - 2. Order WMATA to remove a specific piece of equipment or facility from service for investigative reasons or to address a safety concern;
 - 3. Issue citations or fines to WMATA in accordance with enforcement authority provided by the Compact and WMSC Program Standard;
 - 4. Issue reports, in accordance with the Compact and these Bylaws, including but not limited to findings, audit reports, or investigation reports;
 - 5. Issue or dispose of a request from WMATA for WMSC administrative action (e.g., petition for reconsideration of a WMSC Order); and
 - 6. Execute certain enforcement actions on behalf of the WMSC upon WMATA:
 - a. CEO is authorized to issue the following Directives to WMATA without action by the Board:
 - i. Order WMATA to create a Corrective Action Plan (CAP);
 - ii. Order WMATA to implement a CAP;

- iii. Order WMATA to conduct a Hazard Analysis;
 - iv. Order WMATA or WMSC personnel to conduct an investigation, examination, or perform testing of WMATA personnel and contractors, property, equipment, facilities, rolling stock, and operations of the WMATA Metrorail System;
 - v. Order a stay upon the execution of an Order previously issued by WMSC personnel (Board-issued Orders may only be modified by the Board).
 - b. The CEO may on an emergency basis (i.e., outside a formally convened Board Meeting but subject to Board ratification) order WMATA's Office of the Inspector General, or any successor WMATA office or organization having similar duties, to conduct safety-related audits or investigations and to provide its findings to the WMSC; provided, that the CEO shall secure Board authorization for such emergency order at the next meeting;
 - c. The CEO must take any other enforcement actions as directed by the Board.
7. Seek funding or financing from eligible sources.
- D. The CEO shall have the following powers, unless otherwise provided by resolution of the Board. These powers shall be in addition to any other powers conferred by these Bylaws.
- 1. To determine and prescribe the duties of new and existing positions and the qualifications for employment;
 - 2. To determine compliance and approve plans for compliance with applicable regulations and requirements for government entities and in particular FTA-regulated entities;
 - 3. To hire, promote, demote, or terminate personnel;
 - 4. To take all action with respect to personnel, including to grant or authorize the granting of vacation, sick leave, other leave of absence and to establish or modify other employee benefits, and to take other personnel-related actions, subject to applicable laws;
 - 5. The CEO is authorized to approve, or award agreements, contracts, or purchase orders, each not exceeding \$50,000 in value in any twelve (12)-month period or five (5)-years in duration without explicit Board authorization for activities authorized pursuant to 49 U.S.C. § 5329(e)(6) and in accordance with 2 C.F.R. part 200 and 2 C.F.R. part 1201.

VII. Amendments to Bylaws

These Bylaws may be amended by resolution adopted at any public meeting of the Board.