

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

Adopted August 9, 2022

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Introduction

- I. These Bylaws establish the structure, responsibilities, and conduct of the Board of Directors 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 Washington Metrorail Safety Commission Interstate Compact (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. Definitions**

As used in these Bylaws, the term:

- A. “Board” means the Board of Directors of the WMSC.
- B. “CEO” means the WMSC Chief Executive Officer.
- C. “Commissioner” means a director sitting on the Board.
- D. “Compact” means the Washington Metrorail Safety Commission Interstate Compact (Pub. L. 115-54, 131 Stat. 1093) (Aug. 22, 2017).
- E. “Officer” means the positions of Chair, Vice Chair, Secretary, and Treasurer.
- F. “Online voting” or “vote online” means a vote conducted over the internet, by means including but not limited to email, in which the vote of each Commissioner may be seen by other Commissioners.
- G. “WMATA” means the Washington Metropolitan Area Transit Authority.
- H. “WMSC” means the Washington Metrorail Safety Commission.

II. Meetings and Records

- A. Meetings to Elect Officers
 - 1. The Board will elect its Officers biennially to each serve a two-year term commencing on a date specified by the Board.
 - 2. If an Officer does not complete his or her term, the Board will hold an election to elect a Commissioner to serve in that position for the duration of the term.

B. Public Meetings

As required by Compact §§ 18 and 21, the Board will hold public meetings 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 will be posted on the WMSC's website.

C. Closed Meetings

Closed meetings of the Board must 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

3. Preparation of Agenda: The WMSC CEO, in consultation with the Chair, is responsible for the preparation of the agenda.
4. Electronic delivery of relevant meeting materials will ordinarily be accomplished at least seven days in advance of the meeting to which they pertain.
5. Consent Agenda: Items not requiring Board discussion may be placed on the consent agenda. Such items may be approved or adopted by one blanket motion. Prior to action on the consent agenda, any Commissioner may withdraw any item from the consent agenda for separate consideration.
6. Call to Order and Meeting Procedures: Meetings of the Board will be called to order by the Chair or in the Chair's absence, by the Vice Chair or, if the Vice Chair is unavailable, the Chair's designee. These Bylaws or, in the event these Bylaws are silent on a matter, the then-current edition of *Robert's Rules of Order Newly Revised*, will govern meetings.

E. Meeting Minutes: Minutes of meetings will be kept by the WMSC and maintained on its website.

F. Open Meetings Policy

1. In accordance with Compact § 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 may be found on the WMSC's website.

G. Votes

1. In Public Meetings: The Board's vote on each motion will be entered in the record. Commissioners will vote with a show of hands and by verbally responding with either "Yes" or "No." In the event a Commissioner recuses himself or herself from consideration of a motion, the Commissioner will be unable to vote on the motion but will be counted toward a quorum. A Commissioner must recuse himself or herself from discussion and vote on any action if a conflict of interest exists as between that Commissioner and the WMSC with respect to the action under consideration.

2. Online Voting: The Board may vote online on any matter outside a public meeting. A summary of each vote taken, the results of the vote, and how the vote was conducted must be published on the WMSC's website on or before the time a measure becomes effective.

H. 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 WMSC's Freedom of Information Policy is available on its website.

III. Conflicts of Interest Policy

As required by 49 U.S.C. § 5329(e)(4), and Compact § 23, the Board adopted and adheres to a conflicts of interest policy requiring WMSC and Commissioner financial and legal independence from WMATA. The Board's Conflicts of Interest Policy is available on the WMSC's website.

IV. Roles and Responsibilities

A. Chair

1. The Chair presides over meetings and confers with the CEO on the agenda for the meetings; and
2. As authorized by Compact § 17, administering the Oath of Office to Commissioners and Alternate Commissioners, unless he or she has already taken an oath prior to his or her first meeting in accordance with the laws of his or her jurisdiction;

B. Vice Chair

In the event the Chair is temporarily unable to perform his or her duties, the Vice Chair will perform the Chair's duties.

C. Secretary

The Secretary ensures that meeting minutes are prepared for approval.

D. Treasurer

The Treasurer initiates the:

1. Annual independent financial audit of the WMSC; and
2. Review and approval of the annual WMSC budget.

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

F. CEO

1. 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 regarding WMSC personnel and assets consistent with the budget. The CEO is responsible for ensuring 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, the WMSC Program Standard, and, as applicable, federal requirements or guidance.
3. In the event the CEO is unavailable to preside over WMSC business, the Deputy CEO will act as CEO, with the full powers of the CEO, until the CEO is again available or until other action by the Board.

V. Board Approval of Annual Reports and Adoption of Annual Audit

The Board will approve the Annual Safety Report, described in Compact § 35, and Annual Report of Operations, described in Compact § 37. The Board will adopt the Annual Independent Audit described in Compact § 39. The WMSC will distribute the reports and audit in accordance with the Compact, and the Board may direct the WMSC to distribute the reports and audit to any other persons or entities it deems relevant.

VI. Advisory Committees

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

VII. Reservation of Powers

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

B. Actions of the Board

The Board reserves to itself the following actions:

1. Adopt, amend, or repeal:
 - a. Bylaws;
 - b. Program Standard;
 - c. Resolutions;

- d. WMSC Budget;
 - e. WMSC annual report on the safety of the WMATA Rail System;
 - f. WMSC annual report of WMSC operations; and
 - g. WMSC annual independent audit;
2. Take administrative or legal action to:
 - a. Authorize the CEO to issue subpoenas;
 - b. Authorize the initiation of administrative law proceedings;
 - c. Authorize the initiation of lawsuits; and
 - d. Enter into, amend, or abolish agreements, memoranda of understanding or memoranda of agreement;
 3. Establish standing or special committees;
 4. Establish advisory committees;
 5. Hire, terminate, or take other action regarding the CEO;
 6. In accordance with Compact § 31(d):
 - a. Direct 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; and
 - b. Restore the ability of an individual suspended or disqualified by the WMSC from performing in a Safety Sensitive Position to perform in such a position;
 7. Order WMATA to restrict, suspend, or prohibit rail service on all or part of the WMATA Rail System with an appropriate notice to WMATA and its component jurisdictions as dictated by the circumstances. (Note: Compact § 32 requires unanimous approval of the Board to shut down service pursuant to Compact § 31(c)(5)); and
 8. As permitted by the Compact, delegate powers and responsibilities to the WMSC CEO or personnel.
- C. Actions by the CEO. The following actions fall under the authority of the CEO, unless otherwise provided by resolution of the Board:
1. Issue directives to WMATA, including but not limited to the directives that the CEO is authorized to issue in Article VI.C.7.a, below;
 2. Issue citations or fines to WMATA in accordance with enforcement authority provided by the Compact and the WMSC Program Standard;
 3. Issue reports, in accordance with the Compact and these Bylaws, including but not limited to findings, audit reports, or investigation reports;
 4. Issue or dispose of a request from WMATA for WMSC administrative action (e.g., petition for reconsideration of a WMSC Order);
 5. Refer a matter to the WMATA Inspector General;

6. Accept service of process on the WMSC and respond to any complaint (or designate a suitable employee to do the same);
 7. Execute certain enforcement actions on behalf of the WMSC upon WMATA:
 - a. The 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 Rail System;
 - v. Order WMATA to remove a specific vehicle, infrastructure element, or hazard from the WMATA Rail System;
 - vi. Direct WMATA to suspend from performing in any Safety Sensitive Position an individual who is alleged to or has violated safety rules, regulations, policies, or laws; provided, that any directive issued by the CEO under this provision is effective only until such time that the Board may convene to vote to uphold, amend, or remove the directive; or
 - vii. Order a stay upon the execution of an Order previously issued by WMSC personnel (Board-issued Orders may only be modified by the Board unless the Board delegates the duty to the CEO).
 - b. The CEO must take any other enforcement actions as directed by the Board; and
 8. Seek funding or financing from eligible sources.
- D. The following powers fall under the authority of the CEO, unless otherwise provided by resolution of the Board:
1. To determine and prescribe the duties of new and existing WMSC 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 WMSC personnel;
 4. To take all action with respect to WMSC 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; and
 5. The CEO is authorized to approve, or award agreements, contracts, or purchase orders, each not exceeding \$50,000 in value in any 12-month period or five-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.

VIII. Amendments to Bylaws

These Bylaws may be amended by a vote of the Board at any public meeting or by vote online.