

**PRAC Bylaws –
Revised December 2025**

Membership:

- In accordance with the PRAC Charter, each member serving on the PRAC represents a specific interest/stakeholder group. If a PRAC member changes jobs (even within the same company or organization), the PRAC member shall notify the PRAC Co-Chairmen and the Chairman of the Surface Transportation Board (STB or Board) within 2 weeks.
- If the Chairman of the Board, in consultation with the PRAC Co-Chairmen, determines that the PRAC member no longer falls within the definition of the specific interest/stakeholder group that he or she has been appointed to represent, that member will be asked to resign from the PRAC. The resulting vacancy will be filled in accordance with the PRAC Charter.
- Each PRAC member may submit to the PRAC Co-Chairmen and the Chairman of the Board a request for approval of an Alternate. If the Alternate is approved by the Chairman of the Board, the Alternate may attend no more than one meeting per calendar year on behalf of the PRAC member, in accordance with Meeting Participation provisions of these bylaws.
- For any vacancies, the Chairman of the Board shall endeavor to solicit nominations for the PRAC from interested parties and the general public. However, when the circumstances warrant, the Chairman of the Board may, in his or her discretion, appoint members to the fill vacancies by considering past nominations or by appointing an individual from the same company or organization as the representative that is being replaced.
- If the Chairman of the Board—in accordance with the PRAC Charter—chooses to appoint a member to serve an additional term, he or she will send a letter to the member prior to the expiration of the current term, announcing the appointment and requesting confirmation that the member is willing to serve an additional term. The PRAC member shall send confirmation to the Chairman of the Board via the DFO.

Meeting Participation:

- PRAC members must attend meetings in person.
- If a PRAC member is unable to attend a meeting, the member may send an Alternate that has

received prior approval from the Chairman of the Board.

- No proxy voting will be permitted at the PRAC.
- There will be no virtual meetings for the PRAC except for unusual circumstances and at the discretion of the Board.
- PRAC members may miss no more than one meeting per calendar year.

Meeting minutes:

- Minutes of each PRAC meeting will be taken by the PRAC Secretary. Within twenty federal business days of the meeting, the Secretary will provide a draft of the minutes to the DFO. The DFO shall review the minutes and may share them with PRAC members for review and feedback focused on ensuring that their specific contributions to the meeting are accurately captured.
- The DFO will share the minutes with the Chairman of the Board for review and with the PRAC Co-Chairmen for certification within 90 days of the meeting. Following review and certification, the DFO, will post the minutes on the PRAC website.

Quorum:

- A quorum of the PRAC is required to transact committee business. A quorum is defined as half of the current number of voting members, plus one (rounded up to the nearest whole number).

Voting:

- Unless otherwise directed by the PRAC, all votes will be by a majority vote. The number of PRAC members constituting a majority will be based on the number of members present at the meeting at which the vote is taken. (For example, if 18 members are present at a meeting, 10 members would constitute a majority. If 20 members are present at a meeting, 11 members would constitute a majority.) In the case of a tied vote or failure to achieve majority approval (i.e., plurality vote), the motion will not pass.
- Voting methods may be held by various means and are subject to change. They include but

are not limited to voice vote, show of hands, and roll call. Ballot voting will be used for the election of PRAC officers. The PRAC Co-Chairmen may determine the voting method for each PRAC action.

Reports and Recommendations:

- Any reports, written recommendations, policy papers, or other written products produced by the PRAC shall be subject to approval by the PRAC. Those that vote not to approve will be permitted the opportunity to include a separate expression with any PRAC-produced product that states their views and opinions. All documents approved by the PRAC, as well as separate expressions, will be placed on the PRAC's website.

Agenda:

- The agenda for each meeting will be prepared in collaboration between the PRAC Co-Chairmen and the DFO, with input from the Chairman of the Board. A copy of the final agenda will be provided to the PRAC members and posted on the PRAC website prior to the meeting.

Comments:

- Written comments may be submitted to the PRAC through the Secretary, whose contact information will be provided in the meeting notice. Any written comments received prior to the meeting will be noted by one of the PRAC Co-Chairmen at the meeting, read at the meeting, and discussed by the PRAC. The PRAC will consider requests to address the PRAC (i.e., oral comments) on a case-by-case basis.

Subcommittees:

- The PRAC members may elect to institute Subcommittees to provide targeted subject matter advice to the PRAC to help it fulfill its mission to provide guidance to the STB.
- Each Subcommittee shall elect a Subcommittee Chairman and operate in accordance with the PRAC Charter and 41 C.F.R. § 102-3.3.
- The PRAC Subcommittees are permitted to meet in non-public settings (though

Subcommittees may also hold open meetings if they wish).

- In accordance with 41 C.F.R. § 102-3.3, the Subcommittees cannot “report to a Federal officer or agency.” This means that a Subcommittee cannot communicate the nature of any of its work directly to the STB Members individually or to the Board collectively. The subcommittee’s work must be reported back to the full PRAC. The full PRAC can then consider the subcommittee’s work and use it to advise the Board in a public meeting.
- To ensure that the full PRAC is aware of the Subcommittee’s activities, each Subcommittee is recommended to create a short summary sheet of their meetings where any issues of substance are discussed and provide to the full PRAC at least 5 days prior to the next public meeting. Any written summaries provided to the full PRAC will be posted on the PRAC website for public inspection and review.
- The PRAC Subcommittees may meet with subject matter experts to obtain information regarding a topic within the Subcommittee’s purview. Any materials presented to the subcommittee will be provided to the DFO. Such materials will not be posted on the PRAC website but shall be available to the public upon request.

Bylaws:

- Amendments to the bylaws may be proposed by the PRAC members, must be drafted by the sponsoring agency, and must be approved by the Chairman of the Board with PRAC member input.