**Proposed PRAC Bylaws**

**December 2024**

**Proposed Codification of Current Bylaw**  
  
*Meeting participation*:

* PRAC members must attend meetings in person. If a PRAC member is unable to attend a meeting, the member cannot send a designee or proxy to the meeting to vote in their place, though the member may send a person from their company or organization as the member’s designated observer who can participate in committee discussions.
* No proxy voting will be permitted at the PRAC.
* There will be no virtual meetings for the PRAC.
* PRAC Members may miss no more than one meeting per calendar year.

**Potential Bylaws**

*Meeting minutes*:

* Minutes of each PRAC meeting will be taken by the DFO but the responsibility of the Secretary. Within days of the meeting, the DFO will provide a draft of the minutes to Secretary, who shall review and make any corrections he/she feels is needed and return the revised version to the DFO. The DFO will then send a copy of the minutes to all PRAC members.
* PRAC members will be given a few days to propose any edits or revisions to the minutes to the DFO and Secretary. PRAC members review of the minutes should generally be centered on ensuring that their specific contributions to the meeting are accurately captured.
* The DFO will circulate a draft with all proposed edits and revisions he/she received to the PRAC members. This revised version of the minutes, stamped DRAFT and including a disclaimer stating that the minutes have not been formally approved by the committee, will be posted on the PRAC website.
* The committee will vote on whether to approve the revised version of the minutes as the formal minutes at the next PRAC meeting. If approved, the approved version of the minutes will be posted on the PRAC website in place of the draft version.

*Quorum*:

* A quorum of the PRAC is required to transact committee business. A quorum is defined as 12 voting members (half of the 21 voting committee members plus one).

*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 Co-chairs may determine the voting method for each committee action.

*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), he/she shall notify the Co-Chairs and the Chairman of the STB within 2 weeks.
* If the Chairman of the STB, in consultation with the Co-chairs, determines that the PRAC member, in his/her new job, 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 and STB procedures for nominating and selecting PRAC members.

*Reports and Recommendations*:

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

*Agendas*:

* The agendas for the meetings will be prepared in collaboration between the Co-chairs and the DFO, with input from the Board Members.
* A final version of the agenda will be approved by the DFO no later than 30 days before the meeting.
* A copy of the final agenda will be provided to the PRAC members no later than 7 days prior to the meeting. A copy of the final agenda will also be posted on the PRAC website no later than 7 days prior to the meeting.

*Bylaws*:

* Amendments to the bylaws must be agreed to by a majority of the PRAC members.

*Comments*:

* Written comments may be submitted to the PRAC through the DFO, 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 Co-Chairs at the meeting and discussed by the committee. The committee will consider requests to address the committee (i.e., oral comments) on a case-by-case basis.