

**Recovery Accountability and Transparency Board  
Bylaws**

**ARTICLE 1 - CREATION AND PURPOSE**

The Recovery Accountability and Transparency Board is established by Title XV, Subtitle B, section 1521 of the American Recovery and Reinvestment Act of 2009, Public Law 111-5, (hereafter referred to as the “Act”) to coordinate and conduct oversight of covered funds to prevent fraud, waste, and abuse.

**ARTICLE 2 - COMPOSITION**

**SECTION 1 – BOARD COMPOSITION**

The Recovery Accountability and Transparency Board shall be composed of the Chairperson designated or appointed by the President, pursuant to section 1522(a)(1) of the Act, and members, which shall include the Inspectors General of the Departments of Agriculture, Commerce, Education, Energy, Health and Human Services, Homeland Security, Justice, Transportation, Treasury, and the Treasury Inspector General for Tax Administration; and any other Inspector General as designated by the President from any agency that expends or obligates covered funds. The Chairperson (hereafter referred to as the “Chair”) and members collectively shall be referred to hereafter as the “Governing Board.”

**SECTION 2 – VACANCIES**

In the event that a member of the Governing Board except the Chair becomes incapacitated, requires a long-term leave of absence, or is otherwise unable to perform the functions and duties of the office, such functions shall be transferred to the individual Acting in their capacity as Inspector General of their home agency until a permanent replacement is appointed and confirmed to the extent that such action is not inconsistent with law.

**ARTICLE 3 - DUTIES**

**SECTION 1 – POWERS AND DUTIES OF THE GOVERNING BOARD**

The Governing Board shall exercise oversight of the Recovery Accountability and Transparency Board’s assigned functions and duties as specified in the Act, which include:

1. Coordinating and conducting oversight of covered funds in order to prevent fraud, waste, and abuse (per section 1523(a)(2) of the Act) by:
  - (A) reviewing whether the reporting of contracts and grants using covered funds meets applicable standards and specifies the purpose of the contract or grant and measures of performance;
  - (B) reviewing whether competition requirements applicable to contracts and grants using covered funds have been satisfied;
  - (C) auditing or reviewing covered funds to determine whether wasteful spending, poor contract or grant management, or other abuses are occurring and referring

matters it considers appropriate for investigation to the Inspector General for the agency that disbursed the covered funds;

(D) reviewing whether there are sufficient qualified acquisition and grant personnel overseeing covered funds;

(E) reviewing whether personnel whose duties involve acquisitions or grants made with covered funds receive adequate training; and

(F) reviewing whether there are appropriate mechanisms for interagency collaboration relating to covered funds, including coordinating and collaborating to the extent practicable with the Inspectors General Council on Integrity and Efficiency established by the Inspector General Reform Act of 2008 (Public Law 110-409).

2. Submitting flash and other reports, quarterly reports, and annual reports as specified in section 1523(b)(1)-(4) of the Act.
3. Making recommendations to agencies on measures to prevent fraud, waste, and abuse relating to covered funds as specified in section 1523(c)(1)-(2) of the Act.
4. Conducting audits and reviews of spending of covered funds and coordinating on such activities with the Inspector General of the relevant agency to avoid duplication and overlap of work as detailed in section 1524 of the Act.
5. Establishing and maintaining a user-friendly, public-facing website to foster greater accountability and transparency in the use of covered funds as detailed in section 1526 of the Act.
6. Coordinating oversight activities with the Comptroller General of the United States and State auditors and other state and local oversight entities.
7. Approving the budget for the Recovery Accountability and Transparency Board.
8. Overseeing the annual audit of the Recovery Accountability and Transparency Board.

## SECTION 2 – DUTIES OF THE CHAIR

The Chair shall:

1. Preside at all meetings of the Governing Board;
2. Conduct all meetings in accordance with these Bylaws;
3. Take any action required in order for the Governing Board to act between meetings;
4. Provide day-to-day direction to the Executive Director and be kept informed of the staff's activities;
5. Take such other action (in consultation with the Governing Board) as is necessary for the efficient functioning of the Governing Board including establishing committees;
6. Take the lead in working with staff and Governing Board members to prepare and transmit reports to the President and Congress, including the Committees on Appropriations of the Senate and House of Representatives;
7. Take the lead in providing status reports or information to the Vice President of the United States and others as requested;

8. Appoint or request the detail of — in consultation with the Governing Board — staff in such numbers and with such skills as are necessary for the performance of the functions required of a temporary organization; and
9. Perform such other duties as may be assigned from time to time by the Governing Board.

#### SECTION 3 – VICE CHAIR

The Governing Board shall elect a Vice Chair from among its members. The Vice Chair shall act as chair of a meeting of the Governing Board in the absence of the Chair. In the event that the Chair of the Governing Board becomes incapacitated or is otherwise unable to perform the functions and duties of the office, such functions and duties shall be temporarily exercised in an acting capacity by the Vice Chair to the extent such action is not inconsistent with law or until the President designates or appoints a new Chair.

#### SECTION 4 – STAFF

The Chair — in consultation with the Governing Board — shall appoint or request the detail of an Executive Director and staff in such numbers and with such skills as are necessary for the performance of the functions required of a temporary organization. The Executive Director and staff are subject to the terms of employment outlined in section 1525 of the Act.

The Executive Director shall have general supervision over the activities of staff and the day-to-day operations of the Recovery Accountability and Transparency Board, and shall keep the Chair and Governing Board fully informed of such activities, as appropriate. The Executive Director, in consultation with the Chair where necessary, shall perform all duties customarily incident to the Office of Executive Director, and shall perform such other duties as shall from time to time be assigned to him or her by the Governing Board. The Chair provides day-to-day direction to the Executive Director and the Executive Director is accountable to the full Governing Board.

### ARTICLE 4 - MEETINGS

#### SECTION 1 – FREQUENCY

The Governing Board shall meet not less than six times per year (and more frequently as needed) to consider a specific agenda of issues.

#### SECTION 2 – AGENDA

The agendas for meetings of the Governing Board shall be determined by the Chair in consultation with the other members of the Governing Board.

#### SECTION 3 – NOTICE OF MEETINGS

Members of the Governing Board shall receive from the Executive Director, or designee, written notice not less than five working days before the date of a meeting. The notice shall contain a summary of the agenda and the place, date, and time of the meeting.

#### SECTION 4 - SPECIAL MEETINGS

Special meetings of the Governing Board may be held at any time and place upon the call of the Chair or at the request of twenty-five percent of the Governing Board. Notice of the time and place and purpose of every special meeting of the Governing Board shall be given by the Executive Director, or designee, in the manner specified in Article 4, Section 3 of the Bylaws to each member of the Governing Board at least forty-eight (48) hours before said special meeting. Any and all business of the Governing Board may be transacted at any regularly scheduled or special meeting of the Governing Board.

#### SECTION 5 – QUORUM AND TRANSACTION OF BUSINESS

A majority of the total Governing Board members shall constitute a quorum for transaction of business at any meeting. Each member of the Governing Board – including the Chair – shall have one vote of equal weight. The votes of a majority of the Governing Board shall be necessary for adoption by the Governing Board.

#### SECTION 6 – ABSENCE FROM MEETINGS

As a result of extenuating circumstances, Governing Board members may participate and vote in a meeting by means of a conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Phone participation shall not replace regular in-person attendance at meetings.

If unable to attend a meeting in person or by means of a conference telephone, members of the Governing Board may designate a proxy attendee to observe the meeting, but this attendee may not participate in discussions or deliberations of the Governing Board. A Governing Board member who misses a meeting shall be updated on the meeting by the meeting minutes.

#### SECTION 7 – MINUTES OF MEETINGS

The Chair shall ensure that minutes of each Governing Board meeting are kept and adopted by the Governing Board. Minutes of meetings shall include: time, date, and place; a list of the persons who were present, including Governing Board members, Recovery Accountability and Transparency Board staff, Executive Branch employees, and individuals who presented oral or written statements; a brief description of each matter discussed and the resolution, if any, made by the Governing Board; and copies of each report or other documents received or approved by the Governing Board.

#### SECTION 8 – EXECUTIVE SESSIONS

Although the Recovery Accountability and Transparency Board is not bound by the Government in the Sunshine Act (5 U.S.C. section 552b), on occasion an executive session of the Governing Board may be called by the Chair or upon majority vote of the Governing Board under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, or (c) to discuss or act on personnel issues.

While in executive session, only Governing Board members and individuals invited by the Governing Board may be present. Governing Board members may discuss the

business conducted in an executive session only with other Governing Board members, persons present in the executive session by invitation of the Governing Board, and others upon advice of counsel. Those present will be reminded that the executive session deliberations and minutes are confidential.

The regular Governing Board meeting minutes will indicate when the Governing Board went into an executive session, what the primary reason was, a general description of any formal decisions that were made in executive session, and when the Governing Board came out of executive session. Nothing in the meeting minutes should divulge any confidential information discussed in executive session.

## **ARTICLE 5 - COMMITTEES**

### **SECTION 1 – CREATION OF COMMITTEES**

The Governing Board may establish one or more standing committees. The Chair shall nominate and the Governing Board shall confirm members of standing committees from among the Governing Board Members. Each committee shall have no fewer than three members. Each committee shall elect its own chairperson. The committees of the Board shall have such authority as the Governing Board shall provide, subject to the limitations provided in these Bylaws. The Governing Board can vote to dissolve a committee. Staff shall assist committees; however, they shall not be voting members.

### **SECTION 2 – LIMITATION ON AUTHORITY OF COMMITTEES**

Committees shall be bound by their Charters at inception. No committee of the Governing Board shall alone have authority as to the following matters:

1. Filling vacancies in any committee of the Governing Board.
2. Amendment or repeal of the Bylaws, or the adoption of new Bylaws.
3. Amendment or repeal of any resolution of the Governing Board.
4. To change the authority of the committee as provided by the Governing Board.

### **SECTION 3 – MEETINGS OF COMMITTEES**

Meetings of committees shall be held at such times and places as shall be determined by the chairperson of the committee or by vote of a majority of all of the members of the committee. Committees will meet as needed but no less than three times per year.

Unless otherwise provided by resolution of the Governing Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of the committee shall be the act of the committee.

Each committee may establish procedures for the conduct of the committee.

Each committee must report regularly to the Governing Board and is accountable to the full Governing Board.

Committee members may participate in a meeting of any committee by means of a conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

**ARTICLE 6 - REPORTS**

The staff shall prepare and the Governing Board shall submit flash and other reports, quarterly reports, and annual reports to a variety of audiences including the President and Congress as specified in section 1523(b)(1)-(4) of the Act. Reports will be made available to the public on the website.

**ARTICLE 7 - AMENDMENT OF BYLAWS**

These Bylaws may be repealed, altered, or amended by resolution duly passed by not less than a sixty percent vote of the members of the Governing Board. A copy of any proposed amendment shall be filed with the Chair and shall be sent to each member of the Governing Board with the notice announcing the meeting at which the proposed amendment will be considered.

**ARTICLE 8 - PUBLIC INFORMATION**

The Recovery Accountability and Transparency Board is subject to the Freedom of Information Act (FOIA), Title 5 of the United States Code, section 552. Further, according to section 1523(b) of the Act, all flash and other reports, quarterly reports, and annual reports specified by the Act that are prepared by the Recovery Accountability and Transparency Board must be made publicly available and posted on the website. However, according to section 1523(b)(4)(B) of the Act, any portion of a report submitted under this subsection may be redacted when made publicly available, if that portion would disclose information that is not subject to disclosure under sections 552 and 552a of title 5, United States Code.

**ARTICLE 9 - CONFLICTS OF INTEREST**

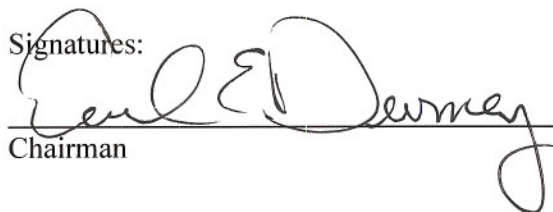
The Governing Board and staff shall be subject to the Standards of Ethical Conduct for Employees of the Executive Branch, 5 C.F.R. Part 2635, which include provisions on conflicts of interest.

**ARTICLE 10 - TERMINATION**

The Recovery Accountability and Transparency Board shall exist until its termination date of September 30, 2013 or such other date as may be established by Congress.

Adopted by the Governing Board this 15<sup>th</sup> day of May, 2009.

Signatures:

  
Chairman

5-15-'09  
Date

H. Glen Walker

Witness

5-15-09

Date



Witness

5-15-09

Date